

(Official Form 1) (12/03)

<b>FORM B1</b> <b>United States Bankruptcy Court</b> <b>Southern District of Ohio</b>		<b>Voluntary Petition</b>																
Name of Debtor (if individual, enter Last, First, Middle): <b>EaglePicher Holdings, Inc.</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):																
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):																
Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all): <b>13-3989553</b>		Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all):																
Street Address of Debtor (No. & Street, City, State & Zip Code): <b>3402 East University Dr.</b> <b>Phoenix, AZ 85034</b>		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):																
County of Residence or of the Principal Place of Business: <b>Maricopa</b>		County of Residence or of the Principal Place of Business:																
Mailing Address of Debtor (if different from street address): <b>3402 East University Dr.</b> <b>Phoenix, AZ 85034</b>		Mailing Address of Joint Debtor (if different from street address):																
Location of Principal Assets of Business Debtor (if different from street address above):																		
<b>Information Regarding the Debtor (Check the Applicable Boxes)</b>																		
<b>Venue</b> (Check any applicable box) <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																		
<b>Type of Debtor</b> (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other _____ <input type="checkbox"/> Clearing Bank		<b>Chapter or Section of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding																
<b>Nature of Debts</b> (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business		<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only.) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.																
<b>Chapter 11 Small Business</b> (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)																		
<b>Statistical/Administrative Information</b> (Estimates only) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY																
Estimated Number of Creditors      1-15      16-49      50-99      100-199      200-999      1000-over <input checked="" type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>																		
Estimated Assets <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center;">\$0 to \$50,000</td> <td style="text-align: center;">\$50,001 to \$100,000</td> <td style="text-align: center;">\$100,001 to \$500,000</td> <td style="text-align: center;">\$500,001 to \$1 million</td> <td style="text-align: center;">\$1,000,001 to \$10 million</td> <td style="text-align: center;">\$10,000,001 to \$50 million</td> <td style="text-align: center;">\$50,000,001 to \$100 million</td> <td style="text-align: center;">More than \$100 million</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> </tr> </table>			\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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Estimated Debts <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center;">\$0 to \$50,000</td> <td style="text-align: center;">\$50,001 to \$100,000</td> <td style="text-align: center;">\$100,001 to \$500,000</td> <td style="text-align: center;">\$500,001 to \$1 million</td> <td style="text-align: center;">\$1,000,001 to \$10 million</td> <td style="text-align: center;">\$10,000,001 to \$50 million</td> <td style="text-align: center;">\$50,000,001 to \$100 million</td> <td style="text-align: center;">More than \$100 million</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> </tr> </table>		\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>											

**Voluntary Petition**

(This page must be completed and filed in every case)

Name of Debtor(s)

**EaglePicher Holdings, Inc.****Prior Bankruptcy Case Filed Within Last 6 Years** (If more than one, attach additional sheet)

Location

Where Filed: - None -

Case Number:

Date Filed:

**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor** (If more than one, attach additional sheet)

Name of Debtor:

**EaglePicher Incorporated**

Case Number:

Date Filed:

District:

**Southern District of Ohio**

Relationship:

**Affiliate**

Judge:

**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X**

Signature of Debtor

**X**

Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

**Signature of Attorney****X****/s/ Stephen D. Lerner**

Signature of Attorney for Debtor(s)

**Stephen D. Lerner 0051284**

Printed Name of Attorney for Debtor(s)

**SQUIRE SANDERS & DEMPSEY L.L.P.**

Firm Name

**312 Walnut Street, Suite 3500****Cincinnati, OH 45202-4036**

Address

**513-361-1200 Fax: 513-361-1201**

Telephone Number

**April 7, 2005**

Date

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X****/s/ Bert Iedema**

Signature of Authorized Individual

**Bert Iedema**

Printed Name of Authorized Individual

**President and Chief Executive Officer**

Title of Authorized Individual

**April 7, 2005**

Date

**Exhibit A**

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

☐ Exhibit A is attached and made a part of this petition.**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

**X**

Signature of Attorney for Debtor(s)

Date

**Exhibit C**

Does the debtor own or have possession of any property that poses a threat of imminent and identifiable harm to public health or safety?

☐ Yes, and Exhibit C is attached and made a part of this petition.☒ No**Signature of Non-Attorney Petition Preparer**

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

Printed Name of Bankruptcy Petition Preparer

Social Security Number (Required by 11 U.S.C. § 110(c).)

Address

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

**X**

Signature of Bankruptcy Petition Preparer

Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

**United States Bankruptcy Court  
Southern District of Ohio**

In re EaglePicher Holdings, Inc.

Debtor(s)

Case No.

Chapter

11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, or disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Wells Fargo Bank, N.A.* Attn: Jeanie Mar 707 Wilshire Blvd., 17th Floor Los Angeles, CA 90017	Wells Fargo Bank, N.A. Attn: Jeanie Mar 707 Wilshire Blvd., 17th Floor Los Angeles, CA 90017	Senior Unsecured Notes		248,200,000.00 Plus Interest
Merrill Lynch Bond Fund, Inc. High Income Portfolio 800 Scudders Mill Rd., Area 1 B Plainsboro, NJ 08536 David.Clayton@ml.com	Merrill Lynch Bond Fund, Inc. High Income Portfolio 800 Scudders Mill Rd., Area 1 B Plainsboro, NJ 08536 David.Clayton@ml.com	Senior Unsecured Notes		In Excess of 20,000,000.00
Tennenbaum Capital Partners, LLC Attn: David A. Hollander 2951 28th St., Ste. 1000 Santa Monica, CA 90405	Tennenbaum Capital Partners, LLC Attn: David A. Hollander 2951 28th St., Ste. 1000 Santa Monica, CA 90405	Senior Unsecured Notes		In Excess of 20,000,000.00

\* Wells Fargo Bank, N.A. is the trustee for the Senior Unsecured Notes. The "amount of claim" listed for Wells Fargo Bank, N.A. includes the "amount of claim" for Merrill Lynch Bond Fund, Inc. - High Income Portfolio and Tennenbaum Capital Partners, LLC.

**Form 4. LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

**United States Bankruptcy Court  
Southern District of Ohio**

In re EaglePicher Holdings, Inc.

Debtor(s)

Case No.

Chapter

11

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS  
DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR**

I declare under penalty of perjury that I have read the foregoing List of Creditors Holding 20 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Date April 7, 2005

Signature /s/ Bert Iedema

**Bert Iedema**

**President and Chief Executive Officer**

*Penalty for making a false statement or concealing property:* Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court  
Southern District of Ohio**

In re EaglePicher Holdings, Inc.  
Debtor

Case No. \_\_\_\_\_

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
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**See Attached Equity Holder List**

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the President and Chief Executive Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date April 7, 2005

Signature /s/ Bert Iedema

**Bert Iedema  
President and Chief Executive Officer**

*Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C §§ 152 and 3571.*

Name and Address of Beneficial Owner	Shares Beneficially Owned	
	Number of Shares	Percentage of Shares
Granaria Holdings B.V. <sup>(1),(2),(3),(4)</sup> Lange Voorhout 16 P.O. Box 233 2501 CE The Hague The Netherlands	625,001	62.5%
Joel P. Wyler <sup>(1),(2),(3),(4)</sup> Lange Voorhout 16 P.O. Box 233 2501 CE The Hague The Netherlands	625,001	62.5%
Daniel C. Wyler <sup>(1),(2),(3),(4)</sup> Lange Voorhout 16 P.O. Box 233 2501 CE The Hague The Netherlands	625,001	62.5%
ABN AMRO Participaties B.V. <sup>(5)</sup> P.O. Box 283 AA4140 Amsterdam 1000 EA The Netherlands	374,999	37.5%
Harbourgate B.V. <sup>(1),(6)</sup> Lange Voorhout 16 P.O. Box 233 2501 CE The Hague The Netherlands	101,000	10.1%
Thomas R. Pilholski <sup>(7)</sup>	1,000	*
All Directors and Executive Officers	625,001	62.5%

\* Less than one percent

- (1) Granaria Holdings B.V. is owned indirectly 50.1% by Joel P. Wyler and 49.9% by Daniel C. Wyler. The address for all of such shareholders is Lange Voorhout 16, P.O. Box 233, 2501 CE The Hague, The Netherlands.
- (2) Includes 426,001 shares held by Granaria Industries B.V., which is majority owned by Granaria Holdings B.V. and 101,000 shares held by Harbourgate B.V., which is controlled by Granaria Holdings B.V.
- (3) Includes 8,500 shares held by Granaria Holdings B.V. as voting trustee either for certain members of management or for the Company.
- (4) Includes 11,000 shares held by Dakruiter SA, a Luxembourg corporation, of which Granaria Holdings has the right to direct voting.
- (5) Includes 284,999 shares held by Lange Voorhout Investments B.V., a subsidiary of ABN AMRO Participaties N.V., and 90,000 shares held by Dakruiter SA, a Luxembourg corporation, for which ABN AMRO Participaties N.V., has the right to direct voting.
- (6) Harbourgate B.V. is controlled by Granaria Holdings B.V.
- (7) The address for all of such shareholders is c/o EaglePicher Incorporated, 3402 E. University Dr., Phoenix, Arizona 85034.

**RESOLUTION OF DIRECTORS OF  
EAGLEPICHER HOLDINGS, INC.**

A Special Meeting of the Board of Directors of EaglePicher Holdings, Inc., a Delaware corporation (the "Company"), was called to order at 2:20~~2:25~~ Eastern Daylight Savings Time, on April 6, 2005, by teleconference.

The following directors were present:

Pierre J. Everaert  
Bert Iedema  
Dr. Joel P. Wyler  
Daniel C. Wyler

Upon motions duly made and seconded, the following resolutions were approved by the Board of Directors:

RESOLVED, that in the judgment of the directors of the Company, it is desirable and in the best interests of the Company, its creditors, owners and other interested parties, that a petition for reorganization under chapter 11 of the Bankruptcy Code be filed by the Company;

RESOLVED, that the officers of the Company are hereby authorized and instructed to cause preparation of a voluntary petition for reorganization under chapter 11 of the Bankruptcy Code on behalf of the Company and that, upon preparation, the officers are hereby authorized and instructed, on behalf of the Company, to cause such voluntary petition to be executed and verified in such form as such officers, with advice of counsel, deem appropriate and that, upon such execution, the officers are hereby authorized and instructed to cause such voluntary petition to be filed with the United States Bankruptcy Court for the Southern District of Ohio;

RESOLVED, that the officers are hereby authorized and instructed to cause all resolutions, petitions, schedules, lists and other pleadings or papers to be executed and filed and to take any and all action that they deem necessary or proper in connection with such proceedings under chapter 11 of the Bankruptcy Code;

RESOLVED, that the law firm of Squire, Sanders & Dempsey L.L.P. is hereby retained to serve as general bankruptcy counsel in such proceeding and to prepare and execute all necessary documents therefor and the officers of the Company are hereby authorized and instructed to continue to periodically replenish, as required, the retainer in the amount of \$500,000, previously paid by the Company to Squire, Sanders & Dempsey L.L.P., on account of the services rendered or to be rendered by it;

RESOLVED, that Houlihan, Lokey, Howard & Zukin, Inc. is hereby retained to serve as the financial advisor to the Company in connection with such chapter 11 bankruptcy case, on the same terms as heretofore agreed between such firm and the Company, or otherwise as may be agreed between such firm and the officers of the Company;

RESOLVED, that Deloitte & Touche L.L.P. is hereby retained to serve as the tax advisor and general bankruptcy consultant to the Company in connection with such chapter 11 bankruptcy case, on the same terms as heretofore agreed between such firm and the Company, or otherwise as may be agreed between such firm and the officers of the Company;

RESOLVED, that The Trumbull Group is hereby retained to serve as the noticing and claims agent to the Company in connection with such chapter 11 bankruptcy case, on the same terms as heretofore agreed between such firm and the Company, or otherwise as may be agreed between such firm and the officers of the Company;

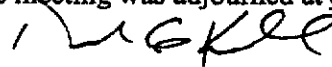
RESOLVED, that the officers of the Company are hereby authorized to retain such other professionals for the Company, on terms acceptable to the officers, that the officers deem necessary and appropriate to carry out fully the intent and accomplish the purposes of these resolutions;

RESOLVED, that the officers are hereby authorized and instructed to make such arrangements as they deem necessary or proper for the Company to use existing cash collateral or to borrow additional funds, either as a debtor in possession under chapter 11 or otherwise and that such officers are hereby authorized and instructed, on behalf of and in the name of the Company, to negotiate and agree with existing or potential additional or replacement lenders as to the terms and amounts of any such cash collateral use or further borrowings and to grant such security interests in, or liens on the assets of the Company, to execute and deliver appropriate agreements for such use of post-petition financing in connection with the Company's chapter 11 case, including the granting of liens to such lender(s) to such agreement(s), and to take such additional action and execute and deliver such other agreements, instruments or documents proposed to be executed and delivered by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any such officer may deem necessary or proper in connection with such further borrowings;

RESOLVED, that the officers are hereby authorized and empowered to take or cause to be taken any and all such further action, to execute and deliver any and all such further documents and instruments and to pay such fees and expenses, all as such officers deem necessary or appropriate to carry out fully the intent and accomplish the purposes of these resolutions; and

RESOLVED, that any and all past actions heretofore taken by officers or directors of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed and approved.

The meeting was adjourned at 12:40<sup>pm</sup>, Eastern Daylight Savings Time.

  
DAVID G. KRALL, Secretary for the meeting



**CORPORATE OWNERSHIP STATEMENT  
EAGLEPICHER HOLDINGS, INC.**

Pursuant to Rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure, Debtor EaglePicher Holdings, Inc. ("the Debtor") for its Corporate Ownership Statement, incorporates by reference the Debtor's List of Equity Security Holders, in its entirety.